
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event Reported): July 5, 2022

Amphastar Pharmaceuticals, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-36509
(Commission File Number)

33-0702205
(IRS Employer Identification
Number)

11570 6th Street
Rancho Cucamonga, California
(Address of Principal Executive Offices)

91730
(Zip Code)

Registrant's telephone number, including area code: **(909) 980-9484**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	AMPH	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 1.01. Entry into a material definitive agreement.

On July 5, 2022 (the “Effective Date”) Amphastar Pharmaceuticals, Inc. (the “Company”), entered into a contract research agreement (the “Agreement”) with Nanjing Hanxin Pharmaceutical Technology Co., Ltd. (“Hanxin”). Pursuant to the Agreement, Hanxin will develop Recombinant Human Insulin Research Cell Banks (“RCBs”) for the Company and license the RCBs to the Company subject to a fully paid, exclusive, perpetual, transferable, sub-licensable license worldwide (the “Transaction”). The RCBs will be used by the Company to make Master Cell Banks for one of its product candidates. Hanxin shall keep the Company informed of progress of development and research as set forth in the Scope of Work, which is incorporated as Appendix A to the Agreement (the “Scope of Work”). Per the terms of the Agreement, all title to the RCBs developed, prepared and produced by Hanxin in conducting research and development will belong to the Company. The Company will also own any confidential and proprietary information, technology regarding development and manufacturing of the RCBs, which shall include engineering, scientific and practical information and formula, research data, design, and procedures and others to develop and manufacture the RCBs, in use or developed by HX. Each of the Company and Hanxin have made customary representations, warranties and covenants in the Agreement. The Agreement will remain in full force and effect for a period of three years from the Effective Date.

Payments under the agreement will be made in Chinese yuan. The total cost of the Agreement to the Company shall not exceed approximately \$2.2 million, with payments adjusted based on actual currency exchange rates. The Company will pay Hanxin approximately \$0.2 million on the Effective Date. Any additional work or changes to the Scope of Work requested by the Company will be charged by Hanxin to the Company on a cost plus basis, plus any applicable taxes. Any additional cost must be provided to Company for approval prior to the work being performed.

As previously disclosed in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, and in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, and June 30, 2021, Dr. Jack Zhang, Chief Executive Officer, President, and Director of the Company, Dr. Mary Luo, Chairman, Chief Operating Officer, and Director of the Company and certain members of their family beneficially own a majority of the equity interest in Hanxin, and the Agreement with Hanxin represents a related party transaction. Accordingly, the independent and disinterested members of the Audit Committee of the Board of Directors of the Company evaluated and approved the Transaction and entry into the Agreement following their review of applicable considerations.

The foregoing is a brief description of the material terms of the Agreement, does not purport to be a complete description of the rights and obligations of the parties thereunder, and is qualified in its entirety by reference to the copies of the Agreement that will be filed as exhibits to the Company’s Quarterly Report on Form 10-Q to be filed with the Securities and Exchange Commission for the fiscal quarter ending September 30, 2022 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 8, 2022

AMPHASTAR PHARMACEUTICALS, INC.

By: /S/WILLIAM J. PETERS

William J. Peters

Chief Financial Officer and Executive Vice President
